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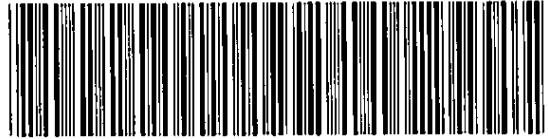
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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION

COST LIMIT : \$70.0

ORDER DATE : 03/04/2024

ORDER TIME :

ORDER NO. :

CUSTOMER NO:

DOMESTIC FILING

NAME: ENCOURAGE ME CARES, INC.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: shauna godbolt

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**ARTICLES OF INCORPORATION
OF
ENCOURAGE ME CARES, INC.
(A Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act (the "Act"), as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

**ARTICLE I
NAME**

The name of the corporation shall be **ENCOURAGE ME CARES, INC.** (the "Organization").

**ARTICLE II
PRINCIPAL OFFICE; MAILING ADDRESS; REGISTERED AGENT**

The initial principal place of business of the Organization shall be 640 Clematis Street, West Palm Beach, Florida 33401. The initial mailing address of the Organization shall be P.O. Box 1721, West Palm Beach, Florida 33401.

The name and street address of the initial registered agent of the Organization shall be **DUSTIE RAMIREZ**, 1700 Embassy Drive, Unit 808, West Palm Beach, Florida 33401.

**ARTICLE III
PURPOSES**

3.1 The Organization is a not-for-profit corporation and is organized and shall be operated exclusively for charitable, scientific, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code").

3.2 The purposes of the Organization shall include, but not be limited to, providing the Palm Beach County community and its surrounding areas with various academic, athletic, and outdoor exploration opportunities, among other unique educational extracurricular activity opportunities. Such opportunities shall include scholarships for The Sisu Method, a holistic learning approach, a pod-style kinetic learning environment. Such purposes and activities shall be limited in all events to exempt purposes described in Section 501(c)(3) of the Code.

3.3 No part of the earnings of the Organization shall inure to the benefit of any director or officer of the Organization or to any other person (except that the Organization may pay reasonable compensation for services rendered for or on behalf of the Organization and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Organization or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization. The Organization shall pay no dividends.

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3.4 The Organization shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it engage in any other activity that would cause it to lose its tax exempt status. The Organization shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

3.5 Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Organization (the "Bylaws"), the Organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

3.6 Upon the dissolution of the Organization, the board of directors (the "Board") of the Organization will, after paying or making provision for the payment of all the liabilities of the Organization, dispose of all the assets of the Organization in a manner consistent with the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not disposed of in accordance with this section for any reason shall be disposed of by the proper Court of the county in which the principal office of the Organization is then located, in such manner and to such exempt organization or organizations under Section 501(c)(3) of the Code as such Court shall determine.

ARTICLE IV BYLAWS

The Board may adopt and amend the Bylaws of the Organization for the conduct of its business and the carrying out of its purposes as the Board may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

ARTICLE V DIRECTORS AND OFFICERS

The Board shall initially consist of three (3) directors. The number of directors and the manner in which the members of the Board are elected or appointed shall be as provided in the Bylaws.

The Board may elect such officers of the Organization as the Bylaws may authorize the directors to elect from time to time. The manner in which the officers of the Organization are elected or appointed shall be as provided in the Bylaws. The powers and duties of the officers of the Organization shall be those usually pertaining to their respective offices, or as may be specifically directed in the Bylaws.

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The names and addresses of the initial directors and officers of the Organization are:

<u>Name</u>	<u>Address</u>
KIRSTEN SMITH , Director	2931 Ashley Dr. W Unit B West Palm Beach, FL 33415
GARY FORBES , Director	3000 NE 2 nd Ave. Apt. 721 Miami, FL 33137
VIVI TRAN , Director	8689 Via Mar Rosso Lake Worth, FL 33467
DUSTIE RAMIREZ , President	1700 Embassy Drive Unit 808 West Palm Beach, FL 33401
McKENZIE WHELAN , Vice President	324-A North Madison Rd. Orange, VA 22960
ALLY WYATT , Secretary and Treasurer	325 28 th Ave. Venice, CA 90291

ARTICLE VI INCORPORATOR

The name and address of the incorporator of the Organization is **DUSTIE RAMIREZ**, whose address is 1700 Embassy Drive, Unit 808, West Palm Beach, Florida 33401.

ARTICLE VII MEMBERSHIP

The Organization shall have no members.

ARTICLE VIII INDEMNIFICATION

8.1 The Organization shall indemnify to the fullest extent authorized or permitted by the Act and the Florida Business Corporation Act, as each may be amended and supplemented from time to time, and may advance related expenses to, any person made or threatened to be made a party to any action, suit or proceeding (whether civil or criminal) by reason of the fact that he or she (a) is or was a director, officer or committee member of the Organization; or (b) is or was serving at the request of the Organization as a director, officer, manager or committee member of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. The indemnification provided for in this **Section 8.1** shall not be deemed exclusive of any other rights to which such indemnified directors, officers, managers and

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committee members may be entitled, under any bylaw, agreement, vote of disinterested directors or otherwise, as to action in their official capacities and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

8.2 Unless otherwise expressly prohibited by the Act, and except as otherwise provided in **Section 8.1** of these Articles of Incorporation, the Board shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding (whether civil or criminal) by reason of the fact that he or she is or was a non-officer employee or agent of the Organization, or is or was serving at the request of the Organization as a non-officer employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. For the avoidance of doubt, indemnification pursuant to the immediately foregoing sentence shall be at the sole and exclusive discretion of the Board, and no person falling within the purview of the immediately foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended or amended and restated only by a vote of a majority of the members of the Board at a meeting at which a quorum of the members of the Board is present.

ARTICLE X EFFECTIVE DATE

The Organization's existence shall become effective as of the date of filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 14th day of February, 2024.

DocuSigned by:



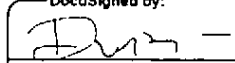
DUSTIN RAMIREZ, Incorporator

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**CONSENT OF REGISTERED AGENT
OF
ENCOURAGE ME CARES, INC.**

The undersigned hereby accepts appointment as the initial registered agent of **ENCOURAGE ME CARES, INC.**, a Florida Not For Profit Corporation, and accepts the obligations provided for in Section 617.05011, Florida Statutes.

DocuSigned by:

DUSTIE RAMIREZ

Date: February 14, 2024

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